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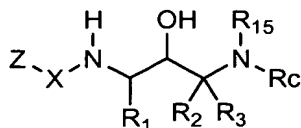
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What is claimed is:

1. A compound of the formula I:



(I)

or pharmaceutically acceptable salts thereof, wherein

Z is hydrogen, or

Z is (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl)-, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-C<sub>6</sub> alkenyl)-, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-C<sub>6</sub> alkynyl)- or (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)-, wherein each of said groups is optionally substituted with 1, 2, or 3 R<sub>2</sub> groups, wherein 1 or 2 methylene groups within said (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl)-, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-C<sub>6</sub> alkenyl)-, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-C<sub>6</sub> alkynyl)- or (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)- groups are optionally replaced with -(C=O)-;

R<sub>2</sub> at each occurrence is independently halogen (in one aspect, F or Cl), -OH, -SH, -CN, -CF<sub>3</sub>, -OCF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkoxy or -NR<sub>100</sub>R<sub>101</sub>;

R<sub>100</sub> and R<sub>101</sub> at each occurrence are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, CO(C<sub>1</sub>-C<sub>6</sub> alkyl) or SO<sub>2</sub>C<sub>1</sub>-C<sub>6</sub> alkyl;

X is -(C=O)- or -(SO<sub>2</sub>)-;

R<sub>1</sub> is C<sub>1</sub>-C<sub>10</sub> alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, =O, -SH, -CN, -CF<sub>3</sub>, -OCF<sub>3</sub>, -C<sub>3-7</sub> cycloalkyl, -C<sub>1</sub>-C<sub>4</sub> alkoxy, amino, mono- or dialkylamino, aryl, heteroaryl, and heterocycloalkyl, wherein each aryl group is optionally substituted with 1, 2 or 3 R<sub>50</sub> groups; each heteroaryl is optionally substituted with 1 or 2 R<sub>50</sub> groups; and each heterocycloalkyl group is optionally substituted with 1 or 2 groups that are independently R<sub>50</sub> or =O;

R<sub>50</sub> is selected from halogen, OH, SH, CN, -CO-(C<sub>1</sub>-C<sub>4</sub> alkyl), -NR<sub>7</sub>R<sub>8</sub>, -S(O)<sub>0-2</sub>-(C<sub>1</sub>-C<sub>4</sub> alkyl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> alkoxy and C<sub>3</sub>-C<sub>8</sub> cycloalkyl; wherein

the alkyl, alkenyl, alkynyl, alkoxy and cycloalkyl groups are optionally substituted with 1 or 2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, halogen, OH, -NR<sub>5</sub>R<sub>6</sub>, CN, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>7</sub>R<sub>8</sub>, and C<sub>1</sub>-C<sub>4</sub> alkoxy; wherein

R<sub>5</sub> and R<sub>6</sub> are independently H or C<sub>1</sub>-C<sub>6</sub> alkyl; or R<sub>5</sub> and R<sub>6</sub> and the nitrogen to which they are attached form a 5 or 6 membered heterocycloalkyl ring;

R<sub>7</sub> and R<sub>8</sub> are independently selected from H; -C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 1, 2, or 3 groups independently selected from -OH, -NH<sub>2</sub>, and halogen; -C<sub>3</sub>-C<sub>6</sub> cycloalkyl; -(C<sub>1</sub>-C<sub>4</sub> alkyl)-O-(C<sub>1</sub>-C<sub>4</sub> alkyl); -C<sub>2</sub>-C<sub>4</sub> alkenyl; and -C<sub>2</sub>-C<sub>4</sub> alkynyl;

R<sub>2</sub> and R<sub>3</sub> are independently selected from H; F; -C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with -F, -OH, -C≡N, -CF<sub>3</sub>, C<sub>1</sub>-C<sub>3</sub> alkoxy, or -NR<sub>5</sub>R<sub>6</sub>; -(CH<sub>2</sub>)<sub>0-2</sub>-R<sub>17</sub>; -(CH<sub>2</sub>)<sub>0-2</sub>-R<sub>18</sub>; -C<sub>2</sub>-C<sub>6</sub> alkenyl or C<sub>2</sub>-C<sub>6</sub> alkynyl, wherein the alkenyl and alkynyl groups are optionally substituted with 1 or 2 groups that are independently -F, -OH, -C≡N, -CF<sub>3</sub> or C<sub>1</sub>-C<sub>3</sub> alkoxy; -(CH<sub>2</sub>)<sub>0-2</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, which is optionally substituted with 1 or 2 groups that are independently -F, -OH, -C≡N, -CF<sub>3</sub>, C<sub>1</sub>-C<sub>3</sub> alkoxy and -NR<sub>5</sub>R<sub>6</sub>;

R<sub>17</sub> at each occurrence is an aryl group (preferably selected from phenyl, 1-naphthyl, 2-naphthyl, indanyl, indenyl, dihydronaphthyl and tetralinyl,) wherein said aryl group is optionally substituted with one or two groups that are independently -C<sub>1</sub>-C<sub>3</sub> alkyl; -C<sub>1</sub>-C<sub>4</sub> alkoxy; CF<sub>3</sub>; -C<sub>2</sub>-C<sub>6</sub> alkenyl or -C<sub>2</sub>-C<sub>6</sub> alkynyl each of which is optionally substituted with

one substituent selected from F, OH, C<sub>1</sub>-C<sub>3</sub> alkoxy; halogen; OH; -C≡N; -C<sub>3</sub>-C<sub>7</sub> cycloalkyl; -CO-(C<sub>1</sub>-C<sub>4</sub> alkyl); or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub> alkyl);

5 R<sub>18</sub> is a heteroaryl group (preferably selected from pyridinyl, pyrimidinyl, quinolinyl, indolyl, pyridazinyl, pyrazinyl, isoquinolyl, quinazolinyl, quinoxalinyl, phthalazinyl, imidazolyl, isoxazolyl, oxazolyl, thiazolyl, furanyl, thienyl, pyrrolyl, oxadiazolyl or thiadiazolyl,) wherein said  
10 heteroaryl groups are optionally substituted with one or two groups that are independently -C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with one substituent selected from OH, C≡N, CF<sub>3</sub>, C<sub>1</sub>-C<sub>3</sub> alkoxy, and -NR<sub>5</sub>R<sub>6</sub>;

15 R<sub>15</sub> is selected from hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxy C<sub>1</sub>-C<sub>6</sub> alkyl, hydroxy C<sub>1</sub>-C<sub>6</sub> alkyl, halo C<sub>1</sub>-C<sub>6</sub> alkyl, each of which is unsubstituted or substituted with 1, 2, 3, or 4 groups independently selected from halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, and NH<sub>2</sub>, and -R<sub>26</sub>-R<sub>27</sub>; wherein  
20 R<sub>26</sub> is selected from a bond, -C(O)-, -SO<sub>2</sub>-, -CO<sub>2</sub>-, -C(O)NR<sub>5</sub>-, and -NR<sub>5</sub>C(O)-,

25 R<sub>27</sub> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, aryl C<sub>1</sub>-C<sub>6</sub> alkyl, heterocycloalkyl, and heteroaryl, wherein each of the above is unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, haloalkyl, hydroxyalkyl, -NR<sub>5</sub>R<sub>6</sub>, or -C(O)NR<sub>5</sub>R<sub>6</sub>; or

30 R<sub>2</sub>, R<sub>3</sub> and the carbon to which they are attached form a C<sub>3</sub>-C<sub>7</sub> carbocycle, wherein 1, 2, or 3 carbon atoms are optionally replaced by groups that are independently selected from -O-, -S-, -SO<sub>2</sub>-, -C(O)-, or -NR<sub>7</sub>-;

35 R<sub>C</sub> is selected from -(CH<sub>2</sub>)<sub>0-3</sub>-(C<sub>3</sub>-C<sub>8</sub>) cycloalkyl wherein the cycloalkyl is optionally substituted with 1, 2, or 3 groups independently selected from -R<sub>205</sub>; and -CO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub> alkyl); -(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-aryl; -(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heteroaryl; -(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heterocycloalkyl; -(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-aryl-

heteroaryl;  $-(\text{CR}_{245}\text{R}_{250})_{0-4}$ -aryl-heterocycloalkyl;  
-  $(\text{CR}_{245}\text{R}_{250})_{0-4}$ -aryl-aryl; -  $(\text{CR}_{245}\text{R}_{250})_{0-4}$ -heteroaryl-aryl; -  
 $(\text{CR}_{245}\text{R}_{250})_{0-4}$ -heteroaryl-heterocycloalkyl; -  $(\text{CR}_{245}\text{R}_{250})_{0-4}$ -  
heteroaryl-heteroaryl; -  $\text{CHR}_{245}$ - $\text{CHR}_{250}$ -aryl; -  $(\text{CR}_{245}\text{R}_{250})_{0-4}$ -  
5 heterocycloalkyl-heteroaryl; -  $(\text{CR}_{245}\text{R}_{250})_{0-4}$ -  
heterocycloalkyl-heterocycloalkyl; -  $(\text{CR}_{245}\text{R}_{250})_{0-4}$ -  
heterocycloalkyl-aryl; a monocyclic or bicyclic ring of  
5, 6, 7, 8, 9, or 10 carbons fused to 1 or 2 aryl  
(preferably phenyl), heteroaryl (preferably pyridyl,  
10 imidazolyl, thienyl, thiazolyl, or pyrimidyl), or  
heterocycloalkyl (preferably piperidinyl or piperazinyl)  
groups;  
wherein 1, 2 or 3 carbons of the monocyclic or bicyclic  
ring are optionally replaced with -NH-, -N(CO) $_{0-1}$ R<sub>215</sub>-  
15 , -N(CO) $_{0-1}$ R<sub>220</sub>-, -O-, or -S(=O) $_{0-2}$ -, and wherein the  
monocyclic or bicyclic ring is optionally  
substituted with 1, 2 or 3 groups that are  
independently -R<sub>205</sub>, -R<sub>245</sub>, -R<sub>250</sub> or =O;  
and -C<sub>2</sub>-C<sub>6</sub> alkenyl optionally substituted with 1, 2, or 3  
20 R<sub>205</sub> groups;  
wherein each aryl or heteroaryl group attached directly  
or indirectly to the  $-(\text{CR}_{245}\text{R}_{250})_{0-4}$  group is  
optionally substituted with 1, 2, 3 or 4 R<sub>200</sub> groups;  
wherein each heterocycloalkyl attached directly or  
25 indirectly to the  $-(\text{CR}_{245}\text{R}_{250})_{0-4}$  group is optionally  
substituted with 1, 2, 3, or 4 R<sub>210</sub>;  
R<sub>200</sub> at each occurrence is independently selected from -  
C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 1, 2, or 3  
R<sub>205</sub> groups; -OH; -NO<sub>2</sub>; -halogen; -C≡N; - $(\text{CH}_2)_{0-4}$ -CO-  
30 NR<sub>220</sub>R<sub>225</sub>; - $(\text{CH}_2)_{0-4}$ -CO-(C<sub>1</sub>-C<sub>8</sub> alkyl); - $(\text{CH}_2)_{0-4}$ -CO-(C<sub>2</sub>-C<sub>8</sub>  
alkenyl); - $(\text{CH}_2)_{0-4}$ -CO-(C<sub>2</sub>-C<sub>8</sub> alkynyl); - $(\text{CH}_2)_{0-4}$ -CO-  
(C<sub>3</sub>-C<sub>7</sub> cycloalkyl); - $(\text{CH}_2)_{0-4}$ -(CO) $_{0-1}$ -aryl (preferably  
phenyl); - $(\text{CH}_2)_{0-4}$ -(CO) $_{0-1}$ -heteroaryl (preferably  
pyridyl, pyrimidyl, furanyl, imidazolyl, thienyl,  
35 oxazolyl, thiazolyl, or pyrazinyl); - $(\text{CH}_2)_{0-4}$ -(CO) $_{0-1}$ -

heterocycloalkyl (preferably imidazolidinyl, piperazinyl, pyrrolidinyl, piperidinyl, or tetrahydropyranyl);  $-(CH_2)_{0-4}-CO_2R_{215}$ ;  $-(CH_2)_{0-4}-SO_2-NR_{220}R_{225}$ ;  $-(CH_2)_{0-4}-S(O)_{0-2}-(C_1-C_8 \text{ alkyl})$ ;  $-(CH_2)_{0-4}-S(O)_{0-2}-(C_3-C_7 \text{ cycloalkyl})$ ;  $-(CH_2)_{0-4}-N(H \text{ or } R_{215})-CO_2R_{215}$ ;  $-(CH_2)_{0-4}-N(H \text{ or } R_{215})-SO_2-R_{220}$ ;  $-(CH_2)_{0-4}-N(H \text{ or } R_{215})-CO-N(R_{215})_2$ ;  $-(CH_2)_{0-4}-N(-H \text{ or } R_{215})-CO-R_{220}$ ;  $-(CH_2)_{0-4}-NR_{220}R_{225}$ ;  $-(CH_2)_{0-4}-O-CO-(C_1-C_6 \text{ alkyl})$ ;  $-(CH_2)_{0-4}-O-(R_{215})$ ;  $-(CH_2)_{0-4}-S-(R_{215})$ ;  $-(CH_2)_{0-4}-O-(C_1-C_6 \text{ alkyl})$  optionally substituted with 1, 2, 3, or 5 -F);  $-C_2-C_6$  alkenyl optionally substituted with 1 or 2  $R_{205}$  groups;  $-C_2-C_6$  alkynyl optionally substituted with 1 or 2  $R_{205}$  groups; adamantly, and  $-(CH_2)_{0-4}-C_3-C_7$  cycloalkyl;

each aryl and heteroaryl group included within  $R_{200}$  is optionally substituted with 1, 2, or 3 groups that are independently  $-R_{205}$ ,  $-R_{210}$  or  $-C_1-C_6$  alkyl substituted with 1, 2, or 3 groups that are independently  $R_{205}$  or  $R_{210}$ ;

each heterocycloalkyl group included within  $R_{200}$  is optionally substituted with 1, 2, or 3 groups that are independently  $R_{210}$ ;

$R_{205}$  at each occurrence is independently selected from  $-C_1-C_6$  alkyl,  $-C_2-C_6$  alkenyl,  $-C_2-C_6$  alkynyl,  $-C_1-C_6$  haloalkoxy,  $-(CH_2)_{0-3}(C_3-C_7 \text{ cycloalkyl})$ , -halogen,  $-(CH_2)_{0-6}-OH$ , -O-phenyl, OH, SH,  $-(CH_2)_{0-6}-C\equiv N$ ,  $-(CH_2)_{0-6}-C(=O)NR_{235}R_{240}$ ,  $-CF_3$ ,  $-C_1-C_6$  alkoxy,  $C_1-C_6$  alkoxycarbonyl, and  $-NR_{235}R_{240}$ ;

$R_{210}$  at each occurrence is independently selected from  $-C_1-C_6$  alkyl optionally substituted with 1, 2, or 3  $R_{205}$  groups;  $-C_2-C_6$  alkenyl optionally substituted with 1, 2, or 3  $R_{205}$  groups;  $C_1-C_6$  alkanoyl;  $-SO_2-(C_1-C_6 \text{ alkyl})$ ;  $-C_2-C_6$  alkynyl optionally substituted with 1, 2, or 3  $R_{205}$

groups; -halogen; -C<sub>1</sub>-C<sub>6</sub> alkoxy; -C<sub>1</sub>-C<sub>6</sub>  
haloalkoxy; -NR<sub>220</sub>R<sub>225</sub>; -OH; -C≡N; -C<sub>3</sub>-C<sub>7</sub>  
cycloalkyl optionally substituted with 1, 2, or  
3 R<sub>205</sub> groups; -CO-(C<sub>1</sub>-C<sub>4</sub> alkyl); -SO<sub>2</sub>-NR<sub>235</sub>R<sub>240</sub>; -  
5 CO-NR<sub>235</sub>R<sub>240</sub>; -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub> alkyl); and =O;  
R<sub>215</sub> at each occurrence is independently selected  
from -C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>0-2</sub>-(aryl), -C<sub>2</sub>-C<sub>6</sub>  
alkenyl, -C<sub>2</sub>-C<sub>6</sub> alkynyl, -C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -  
(CH<sub>2</sub>)<sub>0-2</sub>-(heteroaryl), and -(CH<sub>2</sub>)<sub>0-2</sub>-  
10 (heterocycloalkyl); wherein the aryl group  
included within R<sub>215</sub> is optionally substituted  
with 1, 2, or 3 groups that are independently -  
R<sub>205</sub> or -R<sub>210</sub>; wherein the heterocycloalkyl and  
heteroaryl groups included within R<sub>215</sub> are  
15 optionally substituted with 1, 2, or 3 R<sub>210</sub>;  
R<sub>220</sub> and R<sub>225</sub> at each occurrence are independently H,  
-C<sub>1</sub>-C<sub>6</sub> alkyl, -CHO, hydroxy C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub>  
alkoxycarbonyl, -amino C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>-C<sub>1</sub>-C<sub>6</sub>  
alkyl, C<sub>1</sub>-C<sub>6</sub> alkanoyl optionally substituted  
20 with up to three halogens, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-  
C<sub>6</sub> alkyl), -C(O)N(C<sub>1</sub>-C<sub>6</sub> alkyl)(C<sub>1</sub>-C<sub>6</sub> alkyl),  
-halo C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>0-2</sub>-(C<sub>3</sub>-C<sub>7</sub> cycloalkyl),  
-(C<sub>1</sub>-C<sub>6</sub> alkyl)-O-(C<sub>1</sub>-C<sub>3</sub> alkyl), -C<sub>2</sub>-C<sub>6</sub> alkenyl, -  
C<sub>2</sub>-C<sub>6</sub> alkynyl, -aryl (preferably phenyl),  
25 -heteroaryl, or -heterocycloalkyl; wherein the  
aryl, heteroaryl and heterocycloalkyl groups  
included within R<sub>220</sub> and R<sub>225</sub> is optionally  
substituted with 1, 2, or 3 R<sub>270</sub> groups,  
R<sub>270</sub> at each occurrence is independently -R<sub>205</sub>, -  
30 C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 1,  
2, or 3 R<sub>205</sub> groups; -C<sub>2</sub>-C<sub>6</sub> alkenyl  
optionally substituted with 1, 2, or 3 R<sub>205</sub>  
groups; -C<sub>2</sub>-C<sub>6</sub> alkynyl optionally  
substituted with 1, 2, or 3 R<sub>205</sub> groups; -  
35 phenyl; -halogen; -C<sub>1</sub>-C<sub>6</sub> alkoxy; -C<sub>1</sub>-C<sub>6</sub>

haloalkoxy;  $-NR_{235}R_{240}$ ;  $-OH$ ;  $-C\equiv N$ ;  $-C_3-C_7$   
cycloalkyl optionally substituted with 1,  
2, or 3  $R_{205}$  groups;  $-CO-(C_1-C_4 \text{ alkyl})$ ;  
 $-SO_2-NR_{235}R_{240}$ ;  $-CO-NR_{235}R_{240}$ ;  $-SO_2-(C_1-C_4$   
5  $\text{alkyl})$ ; and  $=O$ ;

$R_{235}$  and  $R_{240}$  at each occurrence are  
independently  $-H$ ,  $-C_1-C_6$  alkyl,  $C_2-C_6$   
alkanoyl,  $-SO_2-(C_1-C_6 \text{ alkyl})$ , or  $-phenyl$ ;

$R_{245}$  and  $R_{250}$  at each occurrence are independently selected  
10 from  $H$ ,  $-(CH_2)_{0-4}CO_2C_1-C_4 \text{ alkyl}$ ,  $-(CH_2)_{0-4}C(=O)C_1-C_4$   
alkyl,  $-C_1-C_4 \text{ alkyl}$ ,  $-C_1-C_4 \text{ hydroxyalkyl}$ ,  $-C_1-C_4$   
alkoxy,  $-C_1-C_4 \text{ haloalkoxy}$ ,  $-(CH_2)_{0-4}-C_3-C_7 \text{ cycloalkyl}$ ,  
 $-C_2-C_6 \text{ alkenyl}$ ,  $-C_2-C_6 \text{ alkynyl}$ ,  $-(CH_2)_{0-4} \text{ aryl}$ ,  $-(CH_2)_{0-4}$   
heteroaryl, and  $-(CH_2)_{0-4} \text{ heterocycloalkyl}$ , or

15  $R_{245}$  and  $R_{250}$  are taken together with the carbon to which  
they are attached to form a monocycle or bicycle of  
3, 4, 5, 6, 7 or 8 carbon atoms, where 1, 2, or 3  
carbon atoms are optionally replaced by 1, 2, or 3  
groups that are independently  $-O-$ ,  $-S-$ ,  $-SO_2-$ ,  $-C(O)-$   
20 ,  $-NR_{220}-$ , or  $-NR_{220}R_{220}-$  wherein both  $R_{220}$  groups are  
alkyl; and wherein the ring is optionally  
substituted with 1, 2, 3, 4, 5, or 6 groups that are  
independently  $C_1-C_4 \text{ alkyl}$ ,  $C_1-C_4 \text{ alkoxy}$ ,  $hydroxyl$ ,  
 $NH_2$ ,  $NH(C_1-C_6 \text{ alkyl})$ ,  $N(C_1-C_6 \text{ alkyl})(C_1-C_6 \text{ alkyl})$ ,  $-NH-$   
25  $C(O)C_1-C_5 \text{ alkyl}$ ,  $-NH-SO_2-(C_1-C_6 \text{ alkyl})$ , or halogen;  
wherein the aryl, heteroaryl or heterocycloalkyl  
groups included within  $R_{245}$  and  $R_{250}$  are optionally  
substituted with 1, 2, or 3 groups that are independently  
halogen,  $C_{1-6} \text{ alkyl}$ ,  $CN$  or  $OH$ .

30 2. A compound according to claim 1, wherein  $Z$  is  $(C_3-C_7$   
 $cycloalkyl)_{0-1}(C_1-C_6 \text{ alkyl})-$ ,  $(C_3-C_7 \text{ cycloalkyl})_{0-1}(C_2-C_6$   
 $alkenyl)-$ ,  $(C_3-C_7 \text{ cycloalkyl})_{0-1}(C_2-C_6 \text{ alkynyl})-$  or  $(C_3-C_7$   
 $cycloalkyl)-$ , wherein each of said groups is optionally  
35 substituted with 1, 2, or 3  $R_z$  groups;



wherein,  $R_z$  at each occurrence is independently halogen, -OH, -CN,  $C_1-C_6$  alkoxy,  $C_3-C_7$  cycloalkyl,  $C_3-C_7$  cycloalkoxy,  $-NR_{100}R_{101}$ ;

where  $R_{100}$  and  $R_{101}$  are independently H,  $C_1-C_6$  alkyl, phenyl,  $CO(C_1-C_6 \text{ alkyl})$  or  $SO_2C_1-C_6 \text{ alkyl}$ .

3. A compound according to claim 1, wherein X is -  
(C=O) -.

4. A compound according to claim 3, wherein Z is H.

5. A compound according to claim 1, wherein  $R_1$  is  $C_1-C_{10}$  alkyl optionally substituted with 1 or 2 groups independently selected from halogen, -OH, =O,  $-CF_3$ ,  $-OCF_3$ ,  $-C_3-7$  cycloalkyl,  $C_1-C_4$  alkoxy, amino or aryl, wherein the aryl group is optionally substituted with 1 or 2  $R_{50}$  groups;

wherein  $R_{50}$  is selected from halogen, OH,  $-CO-(C_1-C_4 \text{ alkyl})$ ,  $-NR_7R_8$ ,  $C_1-C_6$  alkyl,  $C_1-C_6$  alkoxy and  $C_3-C_8$  cycloalkyl;

wherein the alkyl, alkoxy and cycloalkyl groups are optionally substituted with 1 or 2 substituents independently selected from  $C_1-C_4$  alkyl, halogen, OH,  $-NR_5R_6$ ,  $NR_7R_8$ , and  $C_1-C_4$  alkoxy;

wherein  $R_5$  and  $R_6$  are independently H or  $C_1-C_6$  alkyl; or

wherein  $R_5$  and  $R_6$  and the nitrogen to which they are attached form a 5 or 6 membered heterocycloalkyl ring; and

wherein  $R_7$  and  $R_8$  are independently selected from -H;  $-C_1-C_4$  alkyl optionally substituted with 1, 2, or 3 groups independently selected from -OH,  $-NH_2$ , and halogen;  $-C_3-C_6$  cycloalkyl;  $-(C_1-C_4 \text{ alkyl})-O-(C_1-C_4 \text{ alkyl})$ .

6. A compound according to claim 5, wherein  $R_1$  is  $-CH_2-$  phenyl where the phenyl ring is optionally substituted with 1

or 2 groups independently selected from halogen, C<sub>1</sub>-C<sub>2</sub> alkyl, C<sub>1</sub>-C<sub>2</sub> alkoxy and hydroxy.

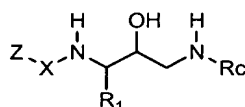
7. A compound according to claim 6, wherein R<sub>1</sub> is  
5 benzyl, 3-fluorobenzyl or 3,5-difluorobenzyl.

8. A compound according to claim 1, wherein R<sub>15</sub> is H.

9. A compound according to claim 7, wherein R<sub>15</sub> is H.

10

10. A compound according to claim 1 of the formula II:



15 wherein Z is hydrogen, -C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>2</sub>-C<sub>6</sub> alkenyl, -C<sub>2</sub>-C<sub>6</sub>  
alkynyl or -C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where each of said groups is  
optionally substituted with 1 or 2 R<sub>z</sub> groups, wherein 1 or 2  
methylene groups within said -C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>2</sub>-C<sub>6</sub> alkenyl, -C<sub>2</sub>-  
C<sub>6</sub> alkynyl or -C<sub>3</sub>-C<sub>7</sub> cycloalkyl groups are optionally replaced  
20 with -(C=O)-;

wherein R<sub>z</sub> at each occurrence is independently halogen, -  
OH, -CN, -CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, C<sub>3</sub>-C<sub>7</sub>  
cycloalkoxy or -NR<sub>100</sub>R<sub>101</sub>;

25 where R<sub>100</sub> and R<sub>101</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl,  
phenyl, CO(C<sub>1</sub>-C<sub>6</sub> alkyl) or SO<sub>2</sub>C<sub>1</sub>-C<sub>6</sub> alkyl;

wherein X is -C(=O)-;

wherein R<sub>1</sub> is C<sub>1</sub>-C<sub>10</sub> alkyl optionally substituted with 1 or 2  
groups independently selected from halogen, -OH, =O, -CN, -CF<sub>3</sub>,  
-OCF<sub>3</sub>, -C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>1</sub>-C<sub>4</sub> alkoxy, amino, mono-  
30 dialkylamino, aryl, heteroaryl or heterocycloalkyl, wherein  
the aryl group is optionally substituted with 1 or 2 R<sub>50</sub>  
groups;

where  $R_{50}$  is halogen, OH, CN,  $-\text{CO}-(\text{C}_1\text{-C}_4 \text{ alkyl})$ ,  $-\text{NR}_7\text{R}_8$ ,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_2\text{-C}_6$  alkenyl,  $\text{C}_2\text{-C}_6$  alkynyl,  $\text{C}_1\text{-C}_6$  alkoxy and  $\text{C}_3\text{-C}_8$  cycloalkyl;

5           where  $R_7$  and  $R_8$  are selected from H;  $-\text{C}_1\text{-C}_4$  alkyl optionally substituted with 1, 2, or 3 groups selected from -OH,  $-\text{NH}_2$  and halogen;  $-\text{C}_3\text{-C}_6$  cycloalkyl;  $-(\text{C}_1\text{-C}_4 \text{ alkyl})\text{-O}-(\text{C}_1\text{-C}_4 \text{ alkyl})$ ;  $-\text{C}_2\text{-C}_4$  alkenyl; and  $-\text{C}_2\text{-C}_4$  alkynyl;

wherein  $R_c$  is selected from

10     $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-aryl}$ ;  
       $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-heteroaryl}$ ;  
       $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-heterocycloalkyl}$ ;

      where the aryl group attached to the  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-}$  group is optionally substituted with 1, 2, 3 or 4  $R_{200}$  groups;

15    where the heteroaryl group attached to the  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-}$  group is optionally substituted with 1, 2, 3, or 4  $R_{200}$  groups;

      where the heterocycloalkyl group attached to the  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-}$  group is optionally substituted with 1, 2, 3, or 4  $R_{210}$  groups.

20           11. A compound according to claim 10, wherein

      Z is  $-\text{C}_1\text{-C}_6$  alkyl;

$R_1$  is  $\text{C}_1\text{-C}_{10}$  alkyl substituted with 1 phenyl group, where the phenyl group attached to the alkyl is optionally substituted with 1 or 2  $R_{50}$  groups, where each  $R_{50}$  is  
25       independently halogen, OH, CN, or  $\text{C}_1\text{-C}_6$  alkyl; and

$R_c$  is  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-aryl}$  or  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-heteroaryl}$ , where the aryl and heteroaryl groups are optionally substituted with 1 or 2  $R_{200}$  groups.

30           12. A compound according to claim 1 which is

      N-[(1S,2R)-3-[(3-bromobenzyl)amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

      N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4R)-6-isopropyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}propyl)acetamide;  
35

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4S)-6-isopropyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino}propyl)acetamide;

5 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl)acetamide;

10 N-[(1S,2R)-3-{[1-(3-bromophenyl)cyclopropyl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide hydrochloride;

methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-bromophenyl)propanoate;

15 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)amino]-2-hydroxypropyl)acetamide;

methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-ethylphenyl)propanoate;

20 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-ethylphenyl)propanoic acid;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)-3-hydroxypropyl]amino}-2-hydroxypropyl)acetamide;

25 N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(1S)-1,2,3,4-tetrahydronaphthalen-1-ylamino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl)acetamide;

30 N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-2-methylamino-acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(3-iodobenzyl)amino]propyl)acetamide;

methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-iodophenyl)propanoate;

5 methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-[3-(3-hydroxyprop-1-ynyl)phenyl]propanoate;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[3-hydroxy-1-(3-iodophenyl)propyl]amino}propyl)acetamide;

10 methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-[3-(3-hydroxypropyl)phenyl]propanoate;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(7-methoxy-1,2,3,4-tetrahydronaphthalen-1-yl)amino]propyl}acetamide;

15 2-Amino-N-[1-(3,5-difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[6-ethyl-2-(methylsulfonyl)-1,2,3,4-tetrahydroisoquinolin-4-yl]amino}-2-hydroxypropyl)acetamide;

20 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(1S)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-2-hydroxypropyl)acetamide;

25 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(1R)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-{[1-(3-bromophenyl)cyclopropyl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

30 methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-[3-(5-formylthien-2-yl)phenyl]propanoate;

methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(2'-acetyl-1,1'-biphenyl-3-yl)propanoate;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-3-methyl-butamide;

5 N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-({1-[3'-(hydroxymethyl)-1,1'-biphenyl-3-yl]cyclopropyl}amino)propyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-({1-[3-(5-formylthien-2-yl)phenyl]cyclopropyl}amino)-2-hydroxypropyl]acetamide;

10 N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-(9H-fluoren-9-ylamino)-2-hydroxypropyl]acetamide;

methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-[3-(trifluoromethyl)phenyl]propanoate;

15 methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-cyanophenyl)propanoate;

20 N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-3-hydroxy-2,2-dimethyl-propionamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)cyclopropyl]amino}-2-hydroxypropyl)acetamide;

25 methyl 3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-bromophenyl)propanoate;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-(3-ethynylphenyl)cyclopropyl]amino}-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-[(2-bromo-9H-fluoren-9-yl)amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

30 N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-9H-fluoren-9-yl)amino]-2-hydroxypropyl}acetamide;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(2,2-dioxido-3,4-dihydro-1,2-benzoxathiin-4-yl)amino]-2-hydroxypropyl}acetamide;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-iodo-3,4-dihydro-2H-chromen-4-yl)amino]propyl}acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4S)-6-iodo-3,4-dihydro-2H-chromen-4-yl]amino}propyl)acetamide;

5 N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4R)-6-iodo-3,4-dihydro-2H-chromen-4-yl]amino}propyl)acetamide;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-3-hydroxy-propionamide;

10 N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1,2-benzoxathiin-4-yl)amino]-2-hydroxypropyl}acetamide;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1,2-benzoxathiin-4-yl)amino]-2-

15 hydroxypropyl}acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[4-(3-ethylphenyl)tetrahydro-2H-pyran-4-yl]amino}-2-hydroxypropyl)acetamide;

20 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)butyl]amino}-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4S)-6-ethyl-3,4-dihydro-2H-chromen-4-yl]amino}-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-ethyl-3,4-dihydro-2H-chromen-4-yl]amino}-2-hydroxypropyl)acetamide;

25 N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl)amino]-2-hydroxypropyl}acetamide;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-3-hydroxy-butyramide;

30 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)cyclohexyl]amino}-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)cyclopentyl]amino}-2-hydroxypropyl)acetamide;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl}acetamide;

5 N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-5-fluoro-9H-fluoren-9-yl)amino]-2-hydroxypropyl}acetamide;

methyl (3S)-3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-ethylphenyl)butanoate;

10 N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[1-(3-isobutylisoxazol-5-yl)cyclopropyl]amino}propyl)acetamide;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-2-phenyl-acetamide;

15 N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-7-fluoro-9H-fluoren-9-yl)amino]-2-hydroxypropyl}acetamide;

methyl (3R)-3-{[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-ethylphenyl)butanoate;

20 N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(2,5-dipropylbenzyl)amino]-2-hydroxypropyl}acetamide;

{[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propylcarbamoyl]-methyl}-methyl-carbamic acid tert-butyl ester;

25 N-{(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-isobutyl-9H-fluoren-9-yl)amino]propyl}acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(1S)-6-ethyl-2,3-dihydro-1H-inden-1-yl]amino}-2-hydroxypropyl)acetamide;

30 N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-2-methyl-2-methylamino-propionamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-ethyl-1-(3-ethylphenyl)propyl]amino}-2-hydroxypropyl)acetamide;

35 N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1H-2,1-benzothiazin-4-yl)amino]-2-hydroxypropyl}acetamide;



N-{ (1S,2R) -1- (3,5-difluorobenzyl) -3- [(6-ethyl-2,2-dioxido-3,4-dihydro-1H-2,1-benzothiazin-4-yl) amino] -2-hydroxypropyl}acetamide;

5 N-{ (1S,2R) -1- (3,5-difluorobenzyl) -3- [(6-ethyl-3-methyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl) amino] -2-hydroxypropyl}acetamide;

N-{ (1S,2R) -1- (3,5-difluorobenzyl) -3- [(6-ethyl-3-methyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl) amino] -2-hydroxypropyl}acetamide;

10 N-{ (1S,2R) -1- (3,5-difluorobenzyl) -3- [(6-ethyl-1-methyl-1,2,3,4-tetrahydroquinolin-4-yl) amino] -2-hydroxypropyl}acetamide;

methyl 3-{ [(2R,3S) -3- (acetylamino) -4- (3,5-difluorophenyl) -2-hydroxybutyl] amino} -3- (3-ethylphenyl)propanoate;

N-[1- (3,5-Difluoro-benzyl) -3- (6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino) -2-hydroxy-propyl] -2- (1H-imidazol-4-yl) -acetamide;

20 methyl 3-{ [(2R,3S) -3- (acetylamino) -4- (3,5-difluorophenyl) -2-hydroxybutyl] amino} -3- (3-ethylphenyl)propanoate;

N- [(1S,2R) -3- [(2-bromo-9-methyl-9H-fluoren-9-yl) amino] -1- (3,5-difluorobenzyl) -2-hydroxypropyl]acetamide;

25 N- ((1S,2R) -1- (3,5-difluorobenzyl) -3- { [2- (1-ethylpropyl) -9H-fluoren-9-yl] amino} -2-hydroxypropyl)acetamide;

N- [(1S,2R) -3- [(2-cyclopentyl-9H-fluoren-9-yl) amino] -1- (3,5-difluorobenzyl) -2-hydroxypropyl]acetamide;

N-[1- (3,5-Difluoro-benzyl) -3- (6-ethyl-2,2-dioxo-2λ<sup>6</sup>-isothiochroman-4-ylamino) -2-hydroxy-propyl] -propionamide;

30 N-{ (1S,2R) -1- (3,5-difluorobenzyl) -3- [(2-ethyl-9-methyl-9H-fluoren-9-yl) amino] -2-hydroxypropyl}acetamide;

N- [(1S,2R) -3- [(2-cyclohexyl-9H-fluoren-9-yl) amino] -1- (3,5-difluorobenzyl) -2-hydroxypropyl]acetamide;

35 N- ((1S,2R) -1- (3,5-difluorobenzyl) -3- { [1- (4-ethylpyridin-2-yl) cyclopropyl] amino} -2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4S)-6-(1H-pyrrol-3-yl)-3,4-dihydro-2H-chromen-4-yl]amino}propyl)acetamide;

5 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(5R)-3-ethyl-6,7,8,9-tetrahydro-5H-benzo[7]annulen-5-yl]amino}-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-{[1-(3-bromophenyl)-1-methylethyl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

10 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[2-(dimethylamino)-9H-fluoren-9-yl]amino}-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(1S)-7-propyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}propyl)acetamide;

15 N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-({(1S)-7-[(dimethylamino)methyl]-1,2,3,4-tetrahydronaphthalen-1-yl]amino)-2-hydroxypropyl]acetamide;

N-[(1S,2R)-3-{[(1S)-7-bromo-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

20 N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[1-(3-propylphenyl)cyclopropyl]amino}propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)cycloheptyl]amino}-2-hydroxypropyl)acetamide;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-isopropyl-3,4-dihydro-2H-chromen-4-yl)amino]propyl}acetamide;

25 N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2-hydroxy-2,3-dihydro-1H-inden-1-yl)amino]-2-hydroxypropyl}acetamide;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-6-fluoro-9H-fluoren-9-yl)amino]-2-hydroxypropyl}acetamide;

30 N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[2-(methoxymethyl)-9H-fluoren-9-yl]amino}propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)-2-(5-methyl-1,3-oxazol-2-yl)ethyl]amino}-2-hydroxypropyl)acetamide hydrochloride;

35 N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-(3,4-dihydro-2H-chromen-4-ylamino)-2-hydroxypropyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[2-ethyl-5-(trifluoromethyl)-9H-fluoren-9-yl]amino}-2-hydroxypropyl)acetamide;

5 N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[2-(3-methylbutyl)-9H-fluoren-9-yl]amino}propyl)acetamide;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-isopropyl-9H-fluoren-9-yl)amino]propyl}acetamide;

N-{(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-neopentyl-9H-fluoren-9-yl)amino]propyl}acetamide;

10 N-{(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-isopropenyl-9H-fluoren-9-yl)amino]propyl}acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)-1-methylethyl]amino}-2-hydroxypropyl)acetamide hydrochloride;

15 N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4S)-6-isobutyl-3,4-dihydro-2H-chromen-4-yl]amino}propyl)acetamide;

N-[(1S,2R)-3-{[(4S)-6-cyano-3,4-dihydro-2H-chromen-4-yl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4S)-6-neopentyl-3,4-dihydro-2H-chromen-4-yl]amino}propyl)acetamide;

20 N-{(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-neopentyl-3,4-dihydro-2H-chromen-4-yl)amino]propyl}acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[2-(isopropylamino)-9H-fluoren-9-yl]amino}propyl)acetamide;

25 N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[1-(3-isobutylphenyl)cyclopropyl]amino}propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(4-isobutyl-1,1'-biphenyl-2-yl)methyl]amino}propyl)acetamide;

30 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[7-(2,2-dimethylpropyl)-5-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(4R)-6-(2,2-dimethylpropyl)-3,4-dihydro-2H-chromen-4-yl]amino}-2-hydroxypropyl)acetamide;

35 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(1S)-7-(2,2-dimethylpropyl)-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-{[1-(3-tert-butylphenyl)cyclohexyl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-[(1S,2R)-3-{[4-(3-tert-butylphenyl)tetrahydro-2H-pyran-4-yl]amino}-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

5 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[6-(2,2-dimethylpropyl)-1,2,3,4-tetrahydroquinolin-4-yl]amino}-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[1-(3-isopropylphenyl)-4-oxocyclohexyl]amino}propyl)acetamide;

10 N-[(1S,2R)-3-{[(4S)-6-(2,2-dimethylpropyl)-3,4-dihydro-2H-chromen-4-yl]amino}-1-(3-fluorobenzyl)-2-hydroxypropyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[5-(2,2-dimethylpropyl)-2-(1H-imidazol-1-yl)benzyl]amino}-2-

15 hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[7-(2,2-dimethylpropyl)-1-methyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[6-(2,2-dimethylpropyl)-4-methyl-3,4-dihydro-2H-chromen-4-yl]amino}-2-

20 hydroxypropyl)acetamide;

N-((1S,2R)-1-(3-fluoro-4-hydroxybenzyl)-2-hydroxy-3-{[1-(3-isopropylphenyl)cyclohexyl]amino}propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[1-(3-isopropylphenyl)cyclohexyl]amino}propyl)-2-fluoroacetamide;

N-((1S,2R)-1-[3-(allyloxy)-5-fluorobenzyl]-2-hydroxy-3-{[1-(3-isopropylphenyl)cyclohexyl]amino}propyl)acetamide;

30 N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-({1-[3-(2,2-dimethylpropyl)phenyl]-1-methylethyl}amino)-2-hydroxypropyl]-2-fluoroacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(1S)-7-(2,2-dimethylpropyl)-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-2-hydroxypropyl)-2-fluoroacetamide;

35 N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-({1-[3-(3-thienyl)phenyl]cyclohexyl}amino)propyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-({1-[4-(2,2-dimethylpropyl)pyridin-2-yl]cyclopropyl}amino)-2-hydroxypropyl]acetamide;

5 N-((1R,2S)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[(1S)-7-propyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-{[1-(3-isobutylphenyl)cyclohexyl]amino}propyl)acetamide;

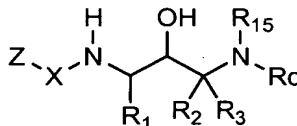
10 N-((1S,2R)-2-hydroxy-1-(4-hydroxybenzyl)-3-{[1-(3-isopropylphenyl)cyclohexyl]amino}propyl)acetamide;

N-((1R,2S)-1-(3,5-difluorobenzyl)-3-{[(1S)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-2-hydroxypropyl)-2-ethoxyacetamide; or

15 N-((1S,2R)-1-(3,5-difluorobenzyl)-3-{[(1R)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-2-hydroxypropyl)-2,2-difluoroacetamide; or a pharmaceutically acceptable salt thereof.

13. A method for preparing a compound of the formula

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or a pharmaceutically acceptable salt thereof, wherein Z, X, R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub>, R<sub>15</sub> and R<sub>c</sub> are as defined in claim 1.

25 14. The method of treating a subject who has, or in preventing a subject from developing Alzheimer's disease (AD); preventing or delaying the onset of Alzheimer's disease; treating subjects with mild cognitive impairment (MCI); preventing or delaying the onset of Alzheimer's disease in  
30 subjects who would progress from MCI to AD; treating Down's syndrome; treating subjects who have Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type; treating cerebral amyloid angiopathy and preventing its potential

consequences; treating other degenerative dementias; treating dementia associated with Parkinson's disease, progressive supranuclear palsy, or cortical basal degeneration; treating diffuse Lewy body type AD; and treating frontotemporal  
5 dementias with parkinsonism (FTDP), comprising administering a pharmaceutically acceptable amount of a compound according to claim 1 to a patient in need of such treatment.